

EXHIBIT A:

Proposed Order

WEIL, GOTSHAL & MANGES LLP
Richard W. Slack (*pro hac vice*)
(richard.slack@weil.com)
Jessica Liou (*pro hac vice*)
(jessica.liou@weil.com)
Matthew Goren (*pro hac vice*)
(matthew.goren@weil.com)
767 Fifth Avenue
New York, NY 10153-0119
Tel: 212 310 8000
Fax: 212 310 8007

KELLER BENVENUTTI KIM LLP
Jane Kim (#298192)
(jkim@kbbkllp.com)
David A. Taylor (#247433)
(dtaylor@kbbkllp.com)
Thomas B. Rupp (#278041)
(trupp@kbbkllp.com)
650 California Street, Suite 1900
San Francisco, CA 94108
Tel: (415) 496-6723
Fax: (650) 636-9251

*Attorneys for Debtors and
Reorganized Debtors*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO**

In re:

Case No. 19-30088 (DM)

PG&E CORPORATION,

Chapter 11

- and -

(Lead Case) (Jointly Administered)

**PACIFIC GAS AND ELECTRIC
COMPANY,**

**[PROPOSED] ORDER APPROVING
MEDIATORS FOR SECURITIES ADR
AND RELATED PROCEDURES**

Debtors.

[Relates to Dkt. No. 10015]

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

1 Upon the *Notice of Submission of Proposed Order Approving Mediators for Securities ADR*
2 *and Related Procedures*, dated May 11, 2023 (the “**Notice**”), [Dkt. No. 13725] of PG&E
3 Corporation and Pacific Gas and Electric Company, as debtors and reorganized debtors (together,
4 the “**Debtors**” or, as reorganized pursuant to the Plan (as defined below), the “**Reorganized**
5 **Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), pursuant to the *Order*
6 *Approving Securities ADR and Related Procedures for Resolving Subordinated Securities Claims*
7 [Dkt. No. 10015] entered on January 25, 2021 (the “**Securities ADR and Related Procedures**
8 **Order**”), two panels of qualified and experienced mediators that the Reorganized Debtors propose
9 shall constitute, respectively, the Panel of Mediators for Abbreviated Mediations and the Panel of
10 Mediators for Standard Mediations (collectively, the “**Mediation Panels**,” and each proposed
11 mediator, a “**Mediator**”); and the Reorganized Debtors having provided each Mediator’s resume or
12 curriculum vitae showing his or her college and post-graduate education, legal and ADR experience,
13 and other biographical or pertinent information; and the Reorganized Debtors having further
14 provided each Mediator’s disclosure of any current or past work that such Mediator has performed
15 for, or on behalf of, the Debtors or Reorganized Debtors, or their primary legal counsel (Weil,
16 Gotshal & Manges LLP, Keller Benvenutti Kim LLP, Latham & Watkins LLP, or Cravath, Swaine
17 & Moore LLP) in the past five years, and any other potential conflicts that, in the Mediator’s view,
18 could create a reasonable inference of bias; and on consideration of the Notice and the requested
19 relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this
20 Court pursuant to 28 U.S.C. §§ 1408 and 1409; and a hearing having been held prior to entry of the
21 Securities ADR and Related Procedures Order; and this Court having found and determined that
22 notice of the Notice is reasonable and sufficient, and it appearing that no other or further notice need
23 be provided; and this Court having reviewed the Mediation Panels, each Mediator’s resume or
24 curriculum vitae, and each Mediator’s disclosure of potential conflicts; and this Court having
25 determined just cause for the relief granted herein; and it appearing that the relief requested is in the
26 best interests of the Reorganized Debtors, their estates, creditors, shareholders, and all parties in
27 interest; and upon all of the proceedings had before this Court and after due deliberation and
28 sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The mediators listed in the attachment hereto as **Exhibit A-1** are approved as the Panel of Mediators for Abbreviated Mediations conducted pursuant to the Securities ADR Procedures.

2. The mediators listed in the attachment hereto as **Exhibit A-2** are approved as the Panel of Mediators for Standard Mediations conducted pursuant to the Securities ADR Procedures.

3. The Reorganized Debtors are authorized to take all necessary actions to effect the relief granted pursuant to this Order.

4. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

**** END OF ORDER ****

Exhibit A-1

Panel of Mediators for Abbreviated Mediations Pursuant to Securities ADR and Related Procedures Order

- Michael D. Cooper, Esq.
- Lizbeth Hasse, Esq.
- Fred Holden Jr., Esq.
- Hon. Winifred Y. Smith (Ret.)

Exhibit A-2

**Panel of Mediators for Standard Mediations Pursuant to Securities ADR and Related
Procedures Order**

- Hon. William J. Cahill (Ret.)
- Ambassador David L. Carden (Ret.)
- Mark B. Helm, Esq.
- Hon. Randall J. Newsome (Ret.)